

ARTICLES OF AMENDMENT AND ARTICLES OF AMENDMENT AND RESTATEMENT ARE EFFECTIVE AS OF THE LATER OF:

(1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES FOR RECORD; OR

(2) THE TIME ESTABLISHED UNDER THE ARTICLES, NOT TO EXCEED 30 DAYS AFTER THE ARTICLES ARE ACCEPTED FOR RECORD.

2-612.

(A) A PROPOSED AMENDMENT TO THE CHARTER OF A CORPORATION MAY BE ABANDONED BEFORE THE EFFECTIVE DATE OF THE ARTICLES BY MAJORITY VOTE OF THE ENTIRE BOARD OF DIRECTORS OF THE CORPORATION.

(B) IF THE ARTICLES HAVE BEEN FILED WITH THE DEPARTMENT, NOTICE OF ABANDONMENT SHALL BE GIVEN PROMPTLY TO THE DEPARTMENT.

(C) IF THE PROPOSED AMENDMENT TO THE CHARTER IS ABANDONED AS PROVIDED IN THIS SECTION, THE ARTICLES AND THE AMENDMENT HAVE NO EFFECT.

3-109.

(C-1) IN ADDITION TO THE REQUIREMENTS OF SUBSECTION (A) OF THIS SECTION, ARTICLES OF SHARE EXCHANGE SHALL INCLUDE:

(1) AS TO THE CORPORATION THE SHARES OF WHICH ARE TO BE ACQUIRED IN THE EXCHANGE:

(I) THE TOTAL NUMBER OF SHARES OF STOCK OF ALL CLASSES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE;

(II) THE NUMBER OF SHARES OF STOCK OF EACH CLASS;

(III) THE PAR VALUE OF THE SHARES OF STOCK OF EACH CLASS OR A STATEMENT THAT THE SHARES ARE WITHOUT PAR VALUE; AND

(IV) IF THERE ARE ANY SHARES OF STOCK WITH PAR VALUE, THE AGGREGATE PAR VALUE OF ALL THE SHARES OF ALL CLASSES; AND

(2) THE MANNER AND BASIS OF EXCHANGING THE STOCK TO BE ACQUIRED FOR STOCK OR OTHER CONSIDERATION TO BE ISSUED OR DELIVERED BY OR ON BEHALF OF THE SUCCESSOR.

3-114.

(B-1) THE SHARES OF STOCK OF EACH CORPORATION PARTY TO THE ARTICLES WHICH ARE TO BE CONVERTED OR EXCHANGED UNDER THE TERMS OF THE ARTICLES CEASE TO EXIST, SUBJECT TO THE RIGHTS OF AN OBJECTING STOCKHOLDER UNDER SUBTITLE